MARVEL™ COMICS GROUP

12¢ IND. 35 AUG

the X-MEN™

APPROVED BY THE COMICS CODE AUTHORITY

"ALONG CAME A SPIDER..!"

© 2012 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

"ALONG CAME A SPIDER..."

DON'T WORRY, TRUE BELIEVER --WE DIDN'T START OUT WITH THIS SPLASH PANEL OF THE BOMBASTIC ***BANSHEE**** BY ***MISTAKE!*** THEN WHY? STICK AROUND FOR A FEW PAGES --AND MAYBE YOU'LL SEE THE ***METHOD*** IN OUR MERRY MARVEL MADNESS...

OOOO

THUS SPEAKING, THE **BANSHEE** STREAKS ON HIS WAY--AS THE STRANGE SONIC POWER WHICH ENABLES HIM TO **FLY** SENDS ITS AWESOME VIBRATIONS ACROSS THE ROCKY FACE OF THE SMALL EUROPEAN NATION...

THAT MOURNFUL **WAIL**--LIKE THE MELANCHOLY CRY OF A SOUL IN **TORMENT**--!

HAS IT ANY CONNECTION WITH THE **OTHER** WEIRD SOUNDS--AND WEIRDER **HAPPENINGS**--WHICH HAVE LATELY BESIEGED THIS LAND?

BUT, WE MUST LEAVE THAT TREMULOUS QUESTION **UNANSWERED** FOR THE MOMENT, AS, NOT FAR AWAY...

AH! I HAVE FOUND THAT WHICH I **SOUGHT!**

MY ULTRA-SONIC **PROBINGS** REVEAL THAT THE MOUNTAIN BELOW--ALONE OF ALL IN THE AREA --IS **HOLLOW!**

BUT **HOLD!** WHAT IS **THIS** WHICH I SEE BEFORE ME?

A **DOORWAY** APPEARS--A STONY SLAB IN THE VERY **SIDE** OF THE MOUNTAIN!

IT CAN ONLY MEAN--**FACTOR THREE** HAS SEEN ME...AS I **FEARED** THEY WOULD!

YET, THE MOMENT FOR **RETREAT** IS LONG SINCE **PAST!** I MUST LEARN WHAT **DEFENSES** MY FOE HAS!

WAIT! THERE--IN THE OPENING--A SHADOWY **SHAPE!**

THEN, AS THE GLEAMING, METALLIC FORM SUDDENLY SLITHERS FORWARD INTO **FULL VIEW...**

IT'S A LARGE MECHANICAL **SPIDER**--EMITTING A LOW **HUM!** I MUST GET **CLOSER...**

MMMM

THE BANSHEE'S *DECISION*, HOWEVER, PROVES TO BE A SUPREME *TACTICAL ERROR*--FOR, THE NEXT INSTANT...

LOT EEEEEEE

SOME SORT OF PARALYZING *RAY*--COMING FROM ITS *EYE*!

MUST *PROTECT* MYSELF--WITH A HYPER-SONIC *HOWL*--!

NO USE! SOME OF THE BLAST GOT *THRU!* ONLY ONE *CHANCE*--!

ZZZZZ

EEOOEE

I MUST ALLOW MYSELF TO TOPPLE OFF THE *SLAB*--OUT OF ITS *REACH!*

ONLY HOPE I HAVE ENOUGH STRENGTH TO FLY TO *SAFETY!*

FOR WHAT SEEMS AN ENDLESS *MOMENT*--A FLEETING *ETERNITY*--THE GREEN CLAD FIGURE PLUMMETS DOWNWARD TOWARDS ROCKY CRAGS BELOW! THEN--

EEEOOOEEE

SIRENS BE PRAISED! THE LUCK OF THE IRISH IS *WITH* ME!

BUT, I'M STILL QUITE *GROGGY!* MUST RETURN TO MY BASE--AS SWIFTLY AS *POSSIBLE!*

FOR, IF I LOSE CONSCIOUSNESS *NOW*--I FALL TO CERTAIN *DEATH!*

AND SO, EVEN AS THE MURKY *BLACKNESS* SEEKS TO OVERWHELM HIS BRAIN, THE STUNNED MUTANT MAKES HIS WAY TO A NOT-FAR-DISTANT SCENE OF DECEPTIVE *TRANQUILITY*...

MADE IT... TO THE *CHALET* I RENTED!

MUST HURRY *INSIDE*--AND INFORM THE *OTHERS*--BEFORE IT'S *TOO LATE!*

NOW THAT *FACTOR THREE* KNOWS I HAVE FOUND THEM--THEY WILL BE COMING *AFTER* ME!

THESE ADVANCED DEVICES--GIVEN TO ME BY *PROFESSOR XAVIER*--HELPED ME *DISCOVER* THE STRONGHOLD OF *FACTOR THREE!*

HE SAID THAT--WHEN I *LOCATED* IT--I SHOULD *CONTACT* HIM AT ONCE!

I MUST *WARN* HIM--AND HIS *X-MEN!* MUST WARN THEM ABOUT... THE *SPIDER!!*

MEANWHILE, JUST IN CASE YOU FORGOT WHOSE MAG THIS IS, LET'S LOOK IN ON A CERTAIN SCHOOL IN WESTCHESTER COUNTY, WHERE AN ANXIOUS GROUP OF MUTANTS IS PROCESSING NECESSARY DATA IN THEIR DESPERATE SEARCH FOR THE CAPTURED PROFESSOR X (OR, HOW SNEAKY CAN A SWINGIN' SYNOPSIS BE?)...

HEY, CREW--THE ANGEL'S COMIN' BACK FROM HIS LOOK-OUT MISSION! MAYBE HE'S FOUND SOMETHING!

JEAN AND I WILL GO CHECK! BOBBY, YOU SHARE THE CEREBRO-WATCH WITH HANK!

WE CAN'T RISK ANOTHER SNEAK ATTACK BY FACTOR THREE!

IF ONLY WE HAD SOME SLIGHTEST CLUE AS TO WHERE IN EUROPE OUR ENEMIES HAD TAKEN THE PROFESSOR!

DON'T ABANDON HOPE, JEANIE! WE'LL FIND HIM YET!

MOMENTS LATER, A COLORFUL WINGED FIGURE SWOOPS IN FOR A LANDING...

I CAN TELL BY YOUR EXPRESSION --YOU COULDN'T FIND A THING!

YOU SHOULD'VE BEEN A FORTUNE-TELLER, SCOTT!

AND YET, I DID FIND ONE CLUE, HOWEVER SMALL!

QUICKLY, WARREN-- WHAT WAS IT?

IT'S NOTHING TO WRITE HOME ABOUT, JEANIE! BUT, I SPOTTED TRACES OF A VEHICLE HAVING LANDED NEARBY-- A SAUCER-SHAPED VEHICLE!

THAT MUST BE THE SHIP IN WHICH THEY FLED WITH THE PROFESSOR--WHILE WE BATTLED THE JUGGERNAUT!*

Y'KNOW, ABOUT THE ONLY THING MUTANTS HAVEN'T BEEN BLAMED FOR YET IS FLYING SAUCERS! BUT NOW--

BUT, A CRAFT LIKE THAT LEAVES NO TRACKS! SO, WE'RE AS MUCH IN THE DARK AS EVER!

*AS WONDROUSLY WITNESSED IN ISH #32!--SMILEY.

THEN, THE VERY NEXT SECOND...

I HATE TO KEEP POPPIN' UP LIKE SOMEBODY FROM WESTERN UNION--

BUT, WE'RE GETTIN' SOME KIND'A MESSAGE-- FROM THE BANSHEE!

THE BANSHEE?

THIS COULD BE WHAT WE'RE LOOKING FOR! LET'S GO!

AND, EVEN AS FIVE RACING X-MEN GATHER AROUND THEIR COMPLEX COMMUNICATIONS MACHINES, AN URGENT, FATEFUL CODED MESSAGE IS BEING BEAMED DIRECTLY TO THEM...

CALLING X-MEN

CALLING X-MEN

EMERGENCY!

...A MESSAGE WHICH IS DESTINED TO AFFECT THE SAFETY OF THE ENTIRE PLANET!

YET, THE DEVASTATING ATTACK OF FACTOR THREE'S MECHANICAL CREATURE HAS TAKEN ITS *TOLL!* FOR, WITHIN THE CHALET...

THAT RAY--MUST HAVE WEAKENED ME--EVEN MORE THAN I *SUSPECTED*...

CAN TELL--I'M *BLACKING OUT!* ONLY A FEW SECONDS *LEFT*--MY MIND IS *WANDERING*...

MUST *WARN* THE X-MEN...TO *BEWARE THE SPIDER*-- *BEWARE*--

THEN, HIS MUTANT POWERS AND HUMAN ENERGIES BOTH EXHAUSTED, THE COURAGEOUS BANSHEE SLUMPS TO THE *FLOOR*--AS TWO SINISTER *SHADOWS* FALL ACROSS HIS LIMP FORM...

HE IS *UNCONSCIOUS!* GOOD--THEN HE WILL PUT UP NO *FIGHT!*

LET US CARRY HIM ON BOARD THE *GRAVO-DISK* --AND REPORT TO THE *MASTER!*

THUS, SCARCELY HALF A MINUTE LATER, AS A BROODING FIGURE SITS BEFORE A GIANT SCREEN DEEP WITHIN A TOWERING *MOUNTAIN*...

AGENTS *10* AND *14* REPORTING! WE HAVE SECURED THE *BANSHEE*-- AND ARE BRINGING HIM TO *LOCATION ONE!*

EXCELLENT! I SHOULD HAVE REALIZED FROM THE VERY *BEGINNING* THAT A MUTANT WHO HAD TO BE *FORCED* TO JOIN US WOULD ULTIMATELY *BETRAY* US!

BUT, ANY THREAT THAT HE MIGHT HAVE POSED TO US IS NOW FOREVER *ENDED!*

I SHALL SEND ONE OF MY *RECON-NAISANCE-UNITS* TO AMERICA--TO SEE HOW MUCH THE BANSHEE MANAGED TO TELL THE *X-MEN!*

FOR, IF PROFESSOR XAVIER'S POWER-FUL PROTÉGÉS EVER SUCCEED IN *FINDING* US, WE MUST BE *READY*--SO THAT WE MAY UTTERLY *DESTROY* THEM!

HOWEVER, JUST NOW, OUR MARVELOUS MISFITS ARE CONCERNED WITH A MORE *IMMEDIATE* PROBLEM . . .

"*BEWARE THE SPIDER*"? WHAT KIND'A NUTTY MESSAGE IS *THAT?*

PERHAPS IT'S THE ONLY KIND THAT THE BANSHEE COULD *TRANSMIT*, LAD--BEFORE SOME CATASTROPHIC *OCCURRENCE!*

I'M AFRAID THAT HANK MAY JUST BE *RIGHT*, BOBBY!

HE OBVIOUSLY INTENDED TO TELL US *MORE*--BUT, SOMEONE--OR *SOMETHING* --STOPPED HIM!

THE *BANSHEE* WOULD HARDLY JOKE ABOUT *FACTOR THREE*, JEAN!

STILL, A *SPIDER?* IT SOUNDS LIKE SOMEBODY'S IDEA OF A MAD, INSANE *PRANK!*

YOU *KNOW* IT! IF HE SAID TO BEWARE A *SPIDER* --WE'D BETTER DO JUST THAT!

AND, AT PRECISELY THIS POINT, WE SWITCH OUR SCENE TO-- *NOPE!* IF YOU CAN'T *GUESS*, FRANTIC ONE, WE'RE SURE NOT GONNA *TELL YA!*

THE CITY'S A NICE PLACE TO *LIVE*--BUT I DON'T ESPECIALLY WANNA *VISIT* THERE!

RRRRRR

WHEN IT'S TIME FOR *RELAXATION*, I'M THE ORIGINAL *BACK-TO-NATURE KID!*

THAT'S RIGHT, O KEEPER OF THE FLAME AND OBSERVER OF IRONIC TRUTHS -- IT'S *PETER PARKER*, ALIAS THE ONE AND ONLY *SPIDER-MAN!**

Y'KNOW, IT'S FUNNY HOW I JUST HOPPED ON MY 'CYCLE AND ENDED UP HERE IN *WESTCHESTER COUNTY!*

IT'S ALMOST LIKE *FATE* WAS PULLING ME HERE--FOR SOME MYSTERIOUS REASON I CAN'T EVEN *IMAGINE!*

AW, COME OFF IT, PARKER! YOU JUST GOT *LOST*--DON'T MAKE A BIG *THING* OF IT!

RRRRRR

OH WELL, AFTER THAT LAST RUN-IN WITH THE *KINGPIN*, MAYBE A LOST WEEKEND IS JUST WHAT I *NEED!*

*YOU HAVE *HEARD* OF HIM, HAVEN'T YOU?--INSECURE STAN.

BUT, I'M GETTING TIRED OF EATING MY OWN *DUST* UP AND DOWN THE COUNTRYSIDE!

I SEE A *STREAM* AT THE BOTTOM OF THIS HILL! IT'S TIME TO DO THE *THOREAU* BIT FOR A WHILE!

WADDAYA KNOW! THERE'S EVEN AN ABANDONED *MILL* DOWN THERE!

PETEY BOY, MAYBE YOU'RE JUST A *PETER PAN* WHO NEVER GREW UP--BUT IT'S TIME TO PLAY *EXPLORER!*

YET, BEFORE THE UNUSUALLY HAPPY-GO-LUCKY LAD CAN EVEN *REACH* THE PLACID STREAM . . .

HEY--WHO TURNED OUT THE *LIGHTS?* IF THAT TV WEATHERMAN WAS WRONG *AGAIN*--

NO--*WAIT!* IT'S SOME SORT OF *EGG-SHAPED* OBJECT--HEADIN' *MY WAY!*

DON'T TELL ME ONE OF MY OLD FOES HAS FOUND OUT I'M *SPIDEY*--AND IS ZEROIN' IN FOR THE *KILL!*

AND SO...

I'LL DUCK INTO THE **MILL**, OUT OF SIGHT, AND SEE IF--**HEY!** NOW, IT'S JUST **CIRCLING AROUND!**

IT'S PROBABLY NOT AFTER **ME** AT ALL!

PARKER, YOU'RE TURNING INTO A WALKING, TALKING *PERSECUTION COMPLEX!*

THEN, WHAT **IS** IT AFTER?

IN FACT, TO PUT THE QUESTION **ANOTHER** WAY--WHAT **IS** IT, **PERIOD?**

WELL, I JUST MIGHT HAVE A CHANCE TO **FIND OUT!** IT'S **LANDING!**

LUCKY I PUT ON MY **SPIDEY** OUTFIT THIS MORNING!

MOMENTS LATER, AS THE WEIRDLY-SHAPED OBJECT TOUCHES DOWN...

OR **WAS** IT JUST DUMB LUCK?

SOMETIMES I'M NOT SURE IF THERE REALLY **IS** A PETER PARKER--OR IF HE'S JUST SPIDER-MAN IN **DISGUISE!**

SHEESH! WHAT A TIME FOR AN *IDENTITY CRISIS--*

--JUST WHEN THAT FLYING EGGSHELL'S STARTING TO **OPEN!**

THE NEXT MICROSECOND...

I WAS **RIGHT!** BUT, WHAT'S THAT **COMING OUT?**

IT LOOKS LIKE A **SPIDER**--ONE MADE OUT OF **METAL!**

AND, IT'S GOT SOME SORT OF ELECTRONIC *EYE*-- STUCK ON A STEEL **TENTACLE!**

BUT, WHY AM I STANDING HERE **ADMIRING** IT--

MMMMMM

--WHEN MY **SPIDER-SENSE** TELLS ME IT'S ABOUT TO **ATTACK**-- AND I'M ITS ONLY POSSIBLE **TARGET!**

THWIP!

SORRY, PAL! WE MAY BE **RELATED**, FOR ALL I KNOW--

STILL, I DON'T FEEL LIKE STICKING AROUND FOR A **FAMILY FEUD!**

ZAP!

GOOD THING THAT MILL WAS HERE--TO SHOOT MY WEBBING ONTO!

THOSE STUN-RAYS MY LITTLE PAL IS USING LOOK POWERFUL!

FZT!

I DON'T KNOW IF YOU CAN HEAR ME OR NOT, CHUM--BUT, I'LL SEE YOU AROUND THE COBWEBS!

HOWEVER, AS SPIDEY ROUNDS A CONVENIENT CORNER...

I'LL TRY OBSERVING THAT THING FROM HERE FOR A MINUTE!

IT SEEMS TO BE SOME KIND OF ROBOT--YET, IT MUST BE GUIDED BY HUMAN INTELLIGENCE!

AND, I'M NOT CLEARING OUT OF HERE TILL I FIND OUT WHOSE!

BUT THEN, SUDDENLY--

BRAK!

WH--? THE SONUVAGUN SNEAKED AROUND BEHIND ME--AT FANTASTIC SPEED!

MMMMMM

IT KNOCKED OFF THE CORNER OF THE MILL! MUST GET OUT OF ITS WAY--!

MADE IT! GOOD THING THAT WINDOW WAS HANDY!

NOW, THAT RAY-BLASTING CREEP'S GONNA BE SORRY --CAUSE IT MADE ME LOSE MY TEMPER!

I'M GONNA TAKE IT APART--AND SEE WHAT MAKES IT TICK!

THERE'S JUST ONE LITTLE THING I I WISH--

I WISH I FELT AS CONFIDENT AS I SOUND!

YET, AT THAT PRECISE WEB-SPINNING INSTANT, A NEW ELEMENT IS ABOUT TO ENTER THE SCENE--AND ALTER SPIDEY'S PLANS...

REEEEEEEEEEEEEEE

LISTEN, GROUP! CEREBRO IS INDICATING THE PRESENCE OF... A MUTANT!

BUT--IT'S ONLY MONITORING THE SURROUNDING AREA!

THEN, THAT'S WHERE THE MUTANT IS! MAYBE HE'S COME AFTER US!

IF SO, HE'S GONNA BE SORRY--SINCE WE'RE READY AND WAITING FOR HIM!

I'LL TURN OFF THE SOUND--WHILE YOU CHECK HIS EXACT LOCATION!

THAT WON'T TAKE LONG, JEAN-- NOW THAT CEREBRO'S FULLY OPERATIVE AGAIN!

ACCORDING TO THIS READING, SCOTT, THE INTRUDER'S IN SECTOR M-2! THAT'S ONLY MINUTES FROM HERE!

SO, FACTOR THREE MUST HAVE SENT A MUTANT TO RECONNOITER!

DON'T BE TOO SURE THERE'S ONLY ONE OF THEM, HANK!

HMMM... OUR POTENTIAL ANTAGONIST MUST BE NEAR THE OLD HAWKES MILL--JUST OUTSIDE PROFESSOR XAVIER'S PROPERTY!

THEN, THAT'S WHERE WE'VE GOTTA BE --QUICK!

YOU KNOW IT, BOBBY! STAY HERE, JEAN--IN CASE THE BANSHEE CONTACTS US AGAIN!

ALL RIGHT, BUT BE CAREFUL... ALL OF YOU!

SCANT SECONDS LATER, A DARK LIMOUSINE RUSHES FOUR COSTUMED TEENAGERS TOWARDS A FATEFUL RENDEZVOUS...

WE'LL HAVE TO HIDE THE CAR WHEN WE ARRIVE! AFTER ALL, HOW MANY SUPER-HEROES RIDE TO THE RESCUE IN A ROLLS-ROYCE?

SO HOW COME WE'RE BROKE ALL THE TIME?

I JUST KEEP WONDERING --DOES THIS HAVE ANY CONNECTION WITH THE BANSHEE'S WARNING TO--"BEWARE THE SPIDER"?

JUST BETWEEN YOU, US, AND THAT OLD MILL, PUSSYCAT--IT CERTAINLY DOES!

MMMMMM

FOR, MEANWHILE, A SHORT DISTANCE AWAY, THEKE IS A LOW, OMINOUS HUMMING...

--FOLLOWED BY--

SKAKK!

GREAT! THINGS ARE FINALLY STARTING TO GO MY WAY!

I KNEW THAT, IF I STAYED IN HERE, OL' TAGALONG WOULD COME IN AFTER ME!

MMMMMM

NOW THAT I'VE GOT HIM RIGHT WHERE I WANT HIM--WHAT DO I DO WITH HIM?

ONE THING'S FOR SURE--I'VE GOT TO KEEP OUT OF HIS PATH!

FTAP!

HE'S CONSTANTLY MAKING HIS BLASTS STRONGER! THEY MUST BE LETHAL BY NOW!

AND YET, I CAN'T SHAKE THE FEELING THAT I'M MIX IN SOMETHING THAT DOESN'T REALLY CONCERN ME!

Read more FREE comics on ReadComicOnline

AT LEAST, IT DIDN'T--

--UNTIL SILENT SEYMOUR THERE DECIDED TO ATTACK ME!

IF ONLY I HAD SOME CLUE AS TO WHAT IT IS-- WHERE IT CAME FROM--AND WHY!

OH WELL, A FELLA CAN'T HAVE EVERYTHING!

I'LL HAVE TO SETTLE FOR GETTING RID OF IT -- BEFORE IT GIVES SPIDERS A BAD NAME!

THERE! I GOT BEHIND IT--JUST LIKE I WANTED! IT CAN'T MANEUVER AS WELL IN HERE AS OUTSIDE!

AT LEAST, THAT'S MY THEORY-- AND I'M STUCK WITH IT!

NOW TO GRAB HOLD OF ITS METAL NECK --TO CARRY OUT THE SECOND PART OF MY PLAN!

THIS HAD SURE AS HECK BETTER WORK--

--'CAUSE MY PLAN DOESN'T HAVE A THIRD PART!

IT'S STILL BLASTING AWAY LIKE MAD-- HOPING FOR A SHOT AT ME!

MY ONLY HOPE IS THAT WHOEVER'S CONTROLLING THIS THING DOESN'T KNOW THE FULL EXTENT OF MY STRENGTH!

IF HE DOES-- I DON'T HAVE A PRAYER OF PULLING OFF THIS NEXT BIT!

THEN, WITH ONE FINAL, DESPERATE SURGE OF HIS AWESOME MIGHT--THE SPIDER-POWERED YOUTH STRIKES!

I DID IT! I FORCED THE ROBOT TO BLAST ITSELF!

BUT--THE IMPACT IS MAKING THE MECHANISMS INSIDE IT GO WILD!

IT'S EXPLODING! MY HEAD'S SPINNING-- EVERYTHING GOING DARK--!

THWAK

KOOM!

THEN, HURLED WITH GREAT FORCE AGAINST THE WALL, SPIDER-MAN COLLAPSES--ENGULFED IN A SEA OF OVERWHELMING BLACKNESS...

YET, SUCH IS HIS FANTASTIC POWER THAT, WITHIN A FEW SHORT MINUTES...

OHHHH... MY HEAD FEELS LIKE THE HULK AND THE RHINO ARE FIGHTING IT OUT UP THERE!

WELL, AT LEAST THAT MECHANIZED BUG IS GONE--IT MUST'VE BEEN RIGGED TO DISINTEGRATE!

I'M STILL NOT SURE WHAT HAPPENED, BUT I GUESS MY TROUBLES ARE OVER!

ALAS, THAT THE BITE OF THAT RADIOACTIVE SPIDER DIDN'T GIVE PETER PARKER THE ABILITY TO READ THE FUTURE, FOR...

MOVE WITH CAUTION, X-MEN! THE ONE WE'RE SEARCHING FOR MUST BE NEARBY!

THERE AREN'T MANY PLACES HERE HE COULD HIDE--EXCEPT IN THE MILL ITSELF!

THEN, AT THE RISK OF BELABORING THE OBVIOUS, I SUGGEST WE INVESTIGATE THAT STRUCTURE!

WAIT--LOOK! IT'S... SPIDER-MAN!!

HMMM... THAT EGG-SHAPED CRATE IS GONE, TOO!

MOST LIKELY IT FLEW OFF --WHEN ITS ROBOT CARGO WAS DESTROYED!

HEY--THAT LOOKS LIKE THE X-MEN! WHAT ARE THEY DOING HERE?

WHAT'S NEW, CREW--TO COIN A PHRASE!

I HAVEN'T SEEN YOU MUTANT CUT-UPS SINCE YOU INVITED ME TO JOIN YOUR LITTLE COMBO!* IS IT RUSH WEEK AGAIN ALREADY?

KEEP BACK, ALL OF YOU--TILL WE KNOW WHY HE'S HERE!

ISN'T IT APPARENT, LAD--THAT HE'S THE SPIDER OF WHOM THE BANSHEE WARNED?

UH OH! THE WAY THEY'RE COMING AT ME--I DON'T LIKE THE LOOKS OF THIS!

HANK'S RIGHT! LET'S GRAB HIM --AND THEN WE CAN PLAY TWENTY QUESTIONS!

STARTING WITH--WHAT HAPPENED TO PROFESSOR X?

* AS SEEN, IF YOU DIDN'T BLINK YOUR EYES, IN X-MEN #27! -- SNEAKY STAN.

Read more FREE comics on ReadComicOnline

HOWEVER, SPIDER-MEN ARE MORE EASILY SEEN -- THAN CAPTURED!
LOOK, FELLAS -- I DON'T KNOW WHAT YOUR BEEF IS...
BUT, I DON'T AIM TO GET CLOBBERED WHILE I'M FINDING OUT!
I MISSED!
HE DUCKED INTO THE MILL -- AS FAST AS THE EYE COULD FOLLOW!
I'D BETTER NOT RISK FOLLOWING HIM ALONE!
I'LL HOVER ABOVE -- FOR THE MOMENT!
THWIP! THWIP!
NOT SO FAST, FLYBOY!
WH--? THAT CRAZY WEBBING OF HIS -- IT SNAGGED MY WINGS!
IF I CAN'T SHAKE IT OFF, HE'LL DRAG ME DOWN!
YOU BETTER BELIEVE IT, CLYDE!
THERE! THAT'LL TEACH YOU TO FOOL AROUND WITH A GUY WHO'S TANGLED WITH THE VULTURE!
OF COURSE, THERE'S AN EASY WAY FOR YOU TO GET OUT OF THIS MESS!
ALL YOU'VE GOTTA DO IS CALL OFF YOUR NUTTY ATTACK -- AND TELL ME JUST WHY YOU STARTED IT!
YAAANK!
DON'T GIVE US THAT, WEB-SPINNER! YOU KNOW EXACTLY WHY WE'RE -- UNNHH!
HAVE IT YOUR OWN WAY, TIGER!
BUT, DON'T SAY I DIDN'T WARN YOU!
YOU WINGED NUISANCES ARE ALL ALIKE! WITHOUT YOUR WINGS, YOU'RE PUSHOVERS FOR A JOE WITH SPIDER STRENGTH!
BY THE WAY, I HOPE THE WATER WON'T MAKE YOU MOLT, BIRDIE!
OOPS! THAT ICEBALL MEANS YOUR LITTLE FRIENDS ARE GETTING CLOSE!
THOK!
SPA-LASH!

POSTPONE YOUR TOSSING OF THOSE ICY PROJECTILES FOR THE MOMENT, LAD!

THE BOUNDING BEAST WISHES TO PURSUE A MORE DIRECT COURSE OF ACTION!

WATCH IT, WILL YA? THAT GUY IS STRONG!

I'M NOT EXACTLY A 98-POUND WEAKLING MYSELF, MY FRESH-FROZEN FRIEND!

WELL, WELL--HERE COMES NUMBER TWO! PLANNING TO TRY HARDER, CHUM?

I DON'T IMAGINE YOU'RE INTERESTED IN GIVING OUT WITH THE EXPLANATIONS, EITHER!

ON THE CONTRARY, SON--WE'LL BE THE SOULS OF CLARITY--

ONCE WE ASCERTAIN THAT YOU'LL STAY PUT TILL WE FINISH!

GREAT! THEN, MAYBE YOU CAN FILL ME IN ABOUT THIS SPIDER--!

IF HE'LL JUST STAY WHERE HE IS--A MOMENT LONGER!

YOU SEE, I WAS JUST WALKING ALONG, MINDING MY OWN BUSINESS LIKE LITTLE MISS MUFFET...

--WHEN, SUDDENLY, ALONG CAME--

HEY! NO FAIR, MONKEY-FACE! I'LL REPORT YOU TO THE SUPER-HEROES FAIR PRACTICE BOARD!

I DODGED THAT LEAP OF HIS JUST IN TIME!

HE'S JUST AS AGILE AS I AM!

IT WOULD APPEAR THAT I UNDERESTIMATED YOUR PROWESS!

BUT, PLEASE DON'T BESMIRCH THE NAME OF SUPER-HEROES BY APPLYING THE TERM TO YOURSELF!

THE PRECISE EXPRESSION, MY ARACHNIC ANTAGONIST, IS SUPER-VILLAIN!

YET, AS HE LITHELY GRABS HOLD OF A NEARBY LEDGE, HANK MCCOY HAS SECOND THOUGHTS...

PERHAPS WE HAVE ACTED A BIT HASTILY!

SPIDER-MAN HAS MADE NO OVERT MOVES TOWARDS US! MAYBE HE ISN'T THE MENACE THAT--

WAIT--THAT SOUND BEHIND ME! WHAT--?

÷OOOFF!÷ SUCH VIOLENT RECOMPENSE SERVES ME RIGHT--FOR INDULGING IN PHILOSOPHIZING INSTEAD OF FISTICUFFS!

THAT WALL-CRAWLING WONDER SWUNG AT ME FROM BEHIND!

WHAT'D YOU EXPECT, CHARLIE?

AFTER ALL, I'M THE UNDERDOG IN THIS FREE, FOR-ALL, RIGHT?

SWAK!

THAT, HOWEVER, IS A SOMEWHAT DEBATABLE QUESTION-- AS WARREN WORTHINGTON III WOULD BE THE FIRST TO POINT OUT...

WHOEVER MAKES THAT CHARACTER'S WEBBING MUST BE A FIRST-RATE SCIENTIFIC GENIUS!

HANK--HE'S FALLING-- STRAIGHT TOWARDS A TREE!

JUST THE SAME, AS SOON AS I CAN FLAP MY WINGS DRY, I'LL--

GOT TO SAVE HIM!

THE NEXT MOMENT--AN ASTONISHING MID-AIR CATCH!

MANY THANKS, LAD! BUT, LIKE A FELINE, I ALWAYS LAND ON MY FEET, ANYWAY!

I GUESS YOU DO, AT THAT!

WELL THEN, LET'S JUST SAY I CAUGHT YOU TO SAVE THOSE TUG-BOAT TOOTSIES OF YOURS FROM CAUSING AN EARTH TREMOR!

WHILE, ABOVE...

I STILL DON'T GET IT! THOSE CHARACTERS ACT LIKE I'M A BAD-GUY!

WHO WOULD'A GUESSED THAT OL' JJJ HAD SUBSCRIBERS WAY OUT HERE?

MAYBE I'LL BE THE ONE TO LOWER THE BOOM ON --

NO SUCH LUCK! HE KNOWS I SNEAKED BEHIND HIM--BUT HOW?

GOOD OL' SPIDER SENSE! IT'S SAVED MY WALL-CRAWLING HIDE AGAIN!

ONE OF THESE DAYS, I'M GONNA HAVE TO FIND OUT HOW IT WORKS!

NUTS! HE GOT AWAY!

BUT, THE OTHERS WILL BE WAITING WHEN HE HITS THE GROUND!

KWOK!

THEY WOULD BE, YOU HUMAN POPSICLE--IF I WERE GONNA HIT THE GROUND!

BUT, A FEW EVER-FAITHFUL STRANDS OF WEBBING --AND YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS BACK IN BUSINESS!

I CAN KEEP UP THIS NONSENSE AS LONG AS YOU CAN!

AND, AT LEAST ONE OF HIS FOES SEEMS TO AGREE...

HE'S STRONGER THAN ANY SINGLE X-MAN--THOUGH I'M BETTING MY OPTIC BLASTS WOULD STOP HIM!

BUT, BEFORE I LET 'ER FLY--I'VE GOT TO TRY REASONING WITH HIM!

SPIDER-MAN-- DON'T FORCE US TO HARM YOU! STOP FIGHTING-- AND LISTEN!

AND NOW, AS THE X-MEN ANXIOUSLY AWAIT THE WOOLY WEB-SPINNER'S *RESPONSE*--YOUR BLUSHIN' BULLPEN HOPES *YOU'VE* BEEN WONDERING ABOUT THE LOVELY JEAN GREY'S ACTIVITIES AS MUCH AS *WE* HAVE...

--CAUSE WE NEED A SHORT *BREATHER* FROM ALL THIS AGONIZIN' ACTION, FRANTIC ONE-- AND THIS IS OUR WAY OF *TAKING* ONE!

I HOPE SCOTT AND THE OTHERS ARE *ALL RIGHT!* I'VE HAD NO WORD FROM THEM SINCE THEY *LEFT*--NOT EVEN ON THEIR *SIGNAL WATCHES!*

YET, JUST AFTER THEY RAN OUT, *CEREBRO* SUDDENLY WENT *BLANK!* DOES THAT *MEAN* THE MENACE HAS *GONE*--

--OR SIMPLY THAT IT HAS SOMEHOW *HIDDEN* ITSELF-- TO TAKE US ALL BY *SURPRISE?*

THEN, EVEN AS MARVEL GIRL FEARS FOR THE YOUTHS WHO MEAN SO *MUCH* TO HER, SHE ABRUPTLY SPIES...

A SPECIAL *NOTE*-- HERE AMONG THE PROFESSOR'S FILES ON *FACTOR THREE!*

HE MUST HAVE MEANT TO *TELL* US ABOUT IT-- BUT WAS *CAPTURED* BEFORE HE HAD A CHANCE!

ACCORDING TO IT, PROFESSOR XAVIER PUT A SPECIAL *CRYSTAL* IN THE HEADBAND OF THE *BANSHEE!*

IT WOULD ENABLE US TO *CONTACT* HIM AT ANY TIME --SIMPLY BY ADJUSTING CEREBRO TO A DIFFERENT *FREQUENCY!*

IF ONLY HE'S STILL *WEARING* THAT BAND!

WHINNNE

AT JEAN'S TOUCH, A STREAM OF INVISIBLE, ULTRA-SONIC *VIBRATIONS* EMANATE FROM THE POWERFUL MACHINE KNOWN AS *CEREBRO*...

TO BOUNCE THE FOLLOWING SECOND OFF AN ORBITING *COMMUNICATIONS SATELLITE* SENT UP MONTHS EARLIER BY THE *U.S. GOVERNMENT*...

...AND BE DEFLECTED INSTANTANEOUSLY TO A DARK, OMINOUS *CELL*--DEEP INSIDE THE HEART OF THE IMPOSING *ALPS!*

BUT, THE FORM WHICH *WEARS* THE METAL HEAD-BAND--AND ITS HIDDEN CRYSTAL--IS STRANGELY *QUIET*--AND *UNMOVING*...

MEANWHILE, DOWN BY THE OLD MILL STREAM (JUST IN CASE YOU'VE FORGOTTEN OUR SOMEWHAT RUSTIC SETTING), AN INCREASINGLY ANGRY **SPIDEY** FACES THE TENSELY-POISED **X-MEN...**

OKAY, PLAYMATES--I'M **LISTENING!** YOU'VE GOT ROUGHLY **TEN SECONDS** TO EXPLAIN WHY I'M SUDDENLY NUMBER ONE ON YOUR **HATE PARADE!**

OTHERWISE, I'M CUTTIN' OUT, AND HEADING BACK TO THE BIG BAD CITY!

YOU'RE THE ONE WHO'S GOING TO GIVE OUT WITH THE ANSWERS, WEB-SLINGER--AND WE'RE IN NO MOOD TO **WAIT** MUCH LONGER!

WHAT ARE YOU **DOING** HERE--AND WHAT'S YOUR CONNECTION WITH **FACTOR THREE?**

NEVER **HEARD** OF IT! IS IT SOME KIND'A NEW **SECRET INGREDIENT?**

THAT **TEARS** IT, CYKE! IT'S TIME TO STOP TREATING THAT CLOWN WITH **KID GLOVES!**

KID GLOVES? IF YOU'RE **ALWAYS** THIS FRIENDLY, NO WONDER YOU HAVEN'T WON ANY **POPULARITY POLLS** RECENTLY!

BY THE WAY, YOUR TEN SECONDS ARE **UP!** BYE-BYE, GROUP!

HE'S EDGING BACKWARDS --UP THE **ROOF!**

HE **MAY** BE TELLING THE TRUTH--BUT WE CAN'T TAKE THE **CHANCE!**

ALRIGHT, X-MEN! LET'S GO **GET** HIM --AS A **TEAM!**

NOW YOU'RE TALKIN', LEADER-MAN!

BUT **REMEMBER,** BOBBY--WE ONLY WANT TO CAPTURE HIM FOR **INTERROGATION!**

I'LL BOUND INTO THE MILL THRU THIS **HOLE**--AND TRY TO TAKE HIM BY **SURPRISE!**

FUNNY--SPIDER-MAN DOESN'T **ACT** LIKE AN EVIL MUTANT --OR LIKE ANYBODY'S **MERCENARY!**

STILL, IF HE **ISN'T**--THEN WHY DID **CEREBRO** SEND US TO THIS EXACT SPOT?

OH WELL, FOR THE MOMENT, MINE NOT TO REASON **WHY...**

AND, ABOVE...

ADMIT IT, FRIEND--WE'VE GOT YOU **SURROUNDED!**

AS A MATTER OF FACT, THEY **DO!**

BUT, WHEN SPIDER-MAN DECIDES TO **SPLIT,** IT'LL TAKE MORE THAN FIVE **MASKED MUTANTS** TO STOP HIM -- **I HOPE!**

Read more FREE comics on ReadComicOnline

I'LL TRY DUCKING OUT THRU THE MILL --

OR, AT LEAST, THRU WHAT'S LEFT OF IT!

AND ALL I WANTED WAS A NICE QUIET DRIVE IN THE COUNTRY! SHEESH!

THEN, SUDDENLY...

WH--? I CAN'T TAKE MY MIND OFF YOU GUYS FOR A MINUTE!

THOOOM!

THANKS FOR YOUR UNSOLICITED ENDORSEMENT, SON!

BUT, WHEN ALL ELSE FAILS, I'VE STILL GOT MY SPIDER STRENGTH!

THIS HURTS YOU WORSE THAN IT DOES ME!

BOK!

=UNNHH!= I CATEGORICALLY CONCUR!

THAT FINISHES HIM--FOR A MOMENT!

NOW TO SWING OUT THE OPENING WHICH HE WAS GUARDING, AND-- OH, NO!!

SLUG MY BUDDY, WILLYA? THIS PAIR OF COLD FEET OUGHT TO SLOW YOU DOWN!

LIKE YOU SAID, CHUM -- OUGHT TO, NOT WILL!

I CLIPPED HIM WITH HIS OWN BLOCK OF ICE-- JUST ENOUGH TO FLATTEN HIM!

IT'S WEIRD! I'M SUBCONSCIOUSLY PULLING MY PUNCHES-- AND I THINK THEY ARE, TOO!

KA

RACK!

OHHH--

HOLD IT, PAL! IF YOU THINK YOU'RE GETTING OUT WITHOUT A REMATCH WITH ME, YOU'VE FLIPPED YOUR WEBBING!

HAVE IT YOUR OWN WAY, FEATHERS! IT'S YOUR BLACK EYE-- NOT MINE!

BUT, WHERE'S YOUR DEN CHIEF--THE ONE WITH THE NUTTY SUN-GLASSES?

HERE I AM, SPIDER-MAN--RIGHT BEHIND YOU!

I COULDN'T GET A CLEAR SHOT AT YOU BEFORE -- BUT THERE'S NO PLACE TO HIDE IN HERE!

STAY BACK, ANGEL! I'M GOING TO SEND THIS CHARACTER DOWN FOR THE COUNT--

NOW!!

YIPES! EVEN MY WINGS BARELY GOT ME OUT OF THE WAY IN TIME!

ZZZZZZT!

HE CUT THROUGH MY WEBBING LIKE SO MANY STRANDS OF BUTTER!

AND, JUST AS I WAS SWINGING LIKE WILD, TOO

I'M FLYING STRAIGHT OUT THE WINDOW!

CAN'T GRAB ANYTHING --TO STOP MYSELF!

ON SECOND THOUGHT, THIS MIGHT BE THE EASIEST WAY TO GET OUT OF THAT HOT-BOX!

BUT, IF THAT WATER'S NOT AS DEEP AS IT LOOKS--OUCH!

LUCKILY FOR OUR GREGARIOUS GUEST-STAR, HOWEVER, THE STREAM IS SEVERAL FEET DEEP IN THE CENTER, AND SO...

HE'LL HAVE TO COME UP FOR AIR!

AND, WHEN HE DOES, WE'LL SETTLE THIS THING, ONCE AND...

WAIT! THERE GOES MY SIGNAL WATCH!

SPLASH!

BZZ!

BZZ!

BZZT!

DON'T LET THAT COSTUMED CREEP GET AWAY, DEPUTY LEADER!

I'VE GOT SOME IDEAS FOR ICE TRICKS THAT'LL-- HEY! THE MILL STREAM IS THATAWAY, CYKE!

QUIET, ICEMAN! JEA--ER, MARVEL GIRL IS CONTACTING US!

CURIOUS HOW SHE HAPPENS TO USE YOUR FREQUENCY, LAD!

HER CODED MESSAGE SAYS CEREBRO STOPPED RECORDING THE PRESENCE OF AN EVIL MUTANT--JUST AFTER WE LEFT!

HUH? THEN OL' WEBHEAD MUST BE ONE OF FACTOR THREE'S NON-MUTANT BADDIES-- LIKE THE OGRE!

MAYBE -- BUT, IN THAT CASE, WHY DID CEREBRO ACT UP IN THE FIRST PLACE?

DON'T LOOK NOW, ALL--

BUT, IT APPEARS WE MAY HAVE COMMITTED A GRIEVOUS ERROR!

ALRIGHT, YOU MUTANT MISFITS-- YOU'VE HAD IT!

ONE CATACLYSMIC CLIMAX COMING UP-- IN WHICH A SLIGHTLY SOGGY SPIDER-MAN CREAMS FOUR X-MEN!

ALSO, TURN AROUND WHEN I'M TALKIN' TO YOU! IT ISN'T POLITE TO IGNORE A THREAT!

SORRY, PAL--THE FIGHT'S OVER! YOU'RE NOT THE SPIDER MENACE WE'RE LOOKING FOR, AFTER ALL!

SPIDER MENACE?

YOU MUST MEAN THE EIGHT-TENTACLED ROBOT I FOUGHT EARLIER--UNTIL IT EXPLODED!

--THE ONE THAT LANDED NEAR HERE IN A FLYING EGGSHELL!

I THOUGHT IT WAS AFTER ME WITH ITS NUTTY RAY-BLASTS! I GUESS THIS WAS JUST MY DAY FOR PLAYING INNOCENT BY-STANDER!

DON'T TRUST HIM, CYKE! HE MIGHT BE LYING!

PERHAPS, BUT HIS STORY FILLS A LOT OF GAPS--ASSUMING THAT A MUTANT-BUILT ROBOT COULD AFFECT CEREBRO JUST LIKE AN ACTUAL MUTANT!

YOU MEAN--HE'S TELLING THE TRUTH?

STRANGE AS IT MAY SEEM, ANGEL--THAT'S DECIDEDLY WITHIN THE REALM OF POSSIBILITY!

HERE, MY WATER-LOGGED FRIEND--THE BLUSHING BEAST PROFFERS BOTH HIS HAND... AND AN APOLOGY!

KEEP 'EM BOTH, CLYDE! I DON'T NEED ANY HAND-OUTS!

IF YOU'LL ONLY ALLOW US TO EXPLAIN THE REASONS FOR OUR SOMEWHAT INFLAMMATORY BEHAVIOR...

DON'T WORRY... I GET THE PICTURE! YOU'RE A BUNCH OF FULL-TIME NUTS!

COME ON, X-MEN! AS MUCH AS I REGRET THIS WHOLE THING, WE DON'T HAVE ANY TIME TO SPARE!

YEAH--BUT, IF WE COULD JUST CLUE HIM IN ON WHY WE WERE SO FRANTIC--

NO CAN DO, KID--WITHOUT TELLING HIM ABOUT PROFESSOR X!

THEN, LET'S DEPART--BEFORE THE BATTLE STARTS ALL OVER AGAIN!

SECONDS LATER, AS THE COLORFUL QUARTET SPEED AWAY...

NOW I'VE SEEN IT ALL!

THOSE KOOKIE MUTANTS PICK A FIGHT WITH ME BECAUSE OF SOME ROBOT--AND THEN RIDE OFF INTO THE SUNSET IN A ROLLS-ROYCE...

...WHILE I STAND HERE, SOAKED, WITH THE BEGINNINGS OF A SUMMER COLD!

SOME SUPER-HEROES HAVE ALL THE LUCK!

HOWEVER, IF SPIDEY BUT KNEW THE TRUTH, THE X-MEN ARE MUCH LESS FORTUNATE THAN HE COULD POSSIBLY SUSPECT...

I DIDN'T WANT TO TELL THE BOYS ABOUT LOCATING THE BANSHEE, UNTIL I'D CHECKED MY READING IN THIS ATLAS...

BUT, NOW THAT I HAVE, THERE CAN BE NO TURNING BACK!

ATLAS

ROPE

SOON, WHEN HER FELLOW MUTANTS ARRIVE ON THE SCENE...

YOU MEAN YOU KNOW ALMOST EXACTLY WHERE THE **BANSHEE** IS?

STILL, HOW DOES THAT HELP US FIND THE **PROFESSOR** --NOT TO MENTION **FACTOR THREE?**

DON'T YOU SEE, WARREN? THE BANSHEE MUST HAVE FAILED TO **COMPLETE** HIS MESSAGE BECAUSE HE WAS **CAPTURED** --OR **WORSE!**

THEN, IF WE TRACK **HIM** DOWN, WE'LL PROBABLY BE CLOSE TO THE **PROF!**

A SAGACIOUS **DEDUCTION,** MR. DRAKE!

THE PROBLEM, BOBBY, WILL BE GETTING CLOSE TO THE **BANSHEE!** CEREBRO PLACES HIM **HERE**-- IN THIS CENTRAL EUROPEAN **MOUNTAIN RANGE!**

THERE ARE NO **AIRFIELDS** FOR MILES AROUND-- AND NONE OF US IS MAJORING IN **MOUNTAIN-CLIMBING!**

JUST THE SAME, WE'VE **GOT** TO GET THERE SOMEHOW--AND RESCUE **PROFESSOR XAVIER!** SO...

SAVE YOUR BREATH! WE'RE WAY **AHEAD** OF YA, PARTNER!

JUST GIVE ME TIME TO PACK MY **TOOTH BRUSH!**

AT LEAST, I'LL GET SOME **EXERCISE** WHILE I'M THERE--SINCE I CAN MAKE MY OWN **SKIS!**

I'M AFRAID YOU'LL SEE A LOT MORE ACTION THAN **SKIING,** BOBBY!

JEAN, WE'LL BE FIGHTING THE MOST **POWERFUL** THREAT WE'VE EVER FACED--ON HIS **HOME GROUND!**

I'D FEEL BETTER IF YOU WEREN'T **ALONG**--BUT, I HAVEN'T THE **RIGHT** TO ORDER YOU TO REMAIN BEHIND!

NOR HAVE I THE RIGHT TO **STAY**--WHILE THE PROFESSOR, PERHAPS THE ENTIRE **EARTH,** IS IN DEADLY **DANGER!**

BUT, I'LL NEVER FORGET, MY DARLING, HOW YOU WANTED TO **SHIELD** ME --TO PROTECT ME FROM **HARM!**

AND, I'LL ALWAYS **LOVE** YOU FOR IT...NO MATTER **WHAT!**

NEXT ISH:

SOME PEOPLE RIDE **TRAMP STEAMERS...** OTHERS WIN **TV QUIZ CONTESTS...** BUT, THE SUPER-POWERED **X-MEN** GET TO EUROPE THE **HARD** WAY, WHEN THEY FACE THE **MENACE** CALLED...

MEKANO!

IT'S A **NEW** BREED OF MARVEL MAGIC-- AND IT'S ALL YOURS IN **X-MEN #36,** YOU LUCKY MUTANT-WATCHER, YOU!